

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors. :
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**STIPULATION AND AGREED ORDER RESOLVING DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS AS TO ROBERT BOSCH GMBH**

WHEREAS, on or about July 31, 2005, Robert Bosch GmbH ("Bosch"), filed a proof of claim for patent infringement against Delphi Automotive Systems LLC ("DAS LLC" and collectively with the other debtors and debtors-in-possession in the above-referenced jointly-administered chapter 11 cases, the "Debtors") (Claim No. 13623) and thereafter filed a further proof of claim purporting to amend the earlier claim to include additional supporting information and documentation (which purported amendment was Claim No. 16220);

WHEREAS, on or about July 31, 2005, Bosch also filed identical duplicative proofs of claim for patent infringement against the following debtor entities because Bosch could not precisely identify the debtor entity(ies) that was/were involved in the alleged infringement described in the proofs of claim:

- Delphi Corporation (#13622, purportedly amended by #16219);
- Delphi NY Holding Corporation (#13624, purportedly amended by #16221);
- ASEC Manufacturing General Partnership (#13625, purportedly amended by #16222);
- ASEC Sales General Partnership (#13626, purportedly amended by #16223);
- Specialty Electronics International Ltd. (#13627, purportedly amended by #16224);
- Specialty Electronics, Inc. (#13628, purportedly amended by #16225);

- Delphi Liquidation Holding Company (#13629, purportedly amended by #16226);
- Delphi Electronics (Holding) LLC (#13630, purportedly amended by #16227);
- Delphi Technologies, Inc. (#13631, purportedly amended by #16228);
- Delphi Automotive Systems Tennessee, Inc. (#13632, purportedly amended by #16229);
- Delphi Mechatronic Systems, Inc. (#13633, purportedly amended by #16230);
- Delphi China LLC (#13634, purportedly amended by #16231);
- Delphi Automotive Systems Korea, Inc. (#13635, purportedly amended by #16232);
- Delphi Automotive Systems Thailand, Inc. (#13636, purportedly amended by #16233);
- Delphi Automotive Systems International, Inc. (#13637, purportedly amended by #16234);
- Delphi International Holdings Corp. (#13638, purportedly amended by #16235);
- Delphi Automotive Systems Overseas Corporation (#13639, purportedly amended by #16236);
- Delphi Automotive Systems (Holding) Inc (#13640, purportedly amended by #16237);
- Delco Electronics Overseas Corporation (#13641, purportedly amended by #16238);
- Delphi LLC (#13642, purportedly amended by #16239);
- Aspire, Inc. (#13643, purportedly amended by #16240);
- Delphi Connection Systems (#13644, purportedly amended by #16241);
- Packard Hughes Interconnect Company (#13645, purportedly amended by #16242);
- Delphi Automotive Systems Services LLC (#13646, purportedly amended by #16243);
- Delphi Services Holding Corporation (#13647, purportedly amended by #16244);
- Delphi Automotive Systems Global (Holdings), Inc. (#13648, purportedly amended by #16245);
- Delphi Furukawa Wiring Systems LLC (#13649, purportedly amended by #16246);

(these claims are hereinafter referred to as the “Duplicative Claims” and the entities for which the Duplicative Claims are asserted against are hereinafter referred to as the “Other Debtor Entities”);

WHEREAS, on October 31, 2006, the Debtors filed their Second Omnibus Objection to Claims (the “Objection”) where the Debtors sought to disallow and expunge the Duplicative Claims;

WHEREAS, through the Objection, the Debtors assert that the claim against DAS LLC, Claim No. 16220 (the “Surviving Claim”) should be the surviving claim;

WHEREAS, on or about November 27, 2006, Bosch filed a response to the Objection where it acknowledged that its claims are duplicative, but asked the Court to deny the Objection unless and until the Debtors concede or stipulate in writing that all infringing by a Debtor entity was done by DAS LLC and that the Debtors will not object to the Surviving Claim on the basis that DAS LLC is not the correct Debtor entity;

WHEREAS, on or about November 29, 2006, the Debtors filed an omnibus reply in support of the Objection where the Debtors set forth a proposed order resolving the Objection;

WHEREAS, in lieu of resolving the Objection through the entry of the Debtors’ proposed order, Bosch and the Debtors have agreed to resolve the Objection through the entry of this Stipulation and Agreed Order.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. Bosch’s proofs of claim against DAS LLC and the Other Debtor Entities are consolidated into the Surviving Claim.
2. The Surviving Claim shall remain on the Debtors’ claims register, but shall remain subject to future objection by the Debtors and other parties-in-interest.

3. For administrative convenience only, and without prejudice to its rights against the Other Debtor Entities, Bosch agrees that the proofs of claim filed against the Other Debtor Entities should be and are hereby expunged.

4. In the event Bosch wishes to amend its claim to assert additional or different obligations against DAS LLC or any of the Other Debtor Entities, Bosch need only amend the Surviving Claim (by filing such amendment with the Bankruptcy Court and serving such amendment on counsel for the Debtors and on the Claims Agent in these chapter 11 cases) and Bosch need not file new or amended proofs of claim against the Other Debtor Entities. Any amendment of the Surviving Claim shall be considered as having been asserted against all Other Debtor Entities as of the date of the amendment. The Debtors' rights to object to any such purported amendment on any basis, including, but not limited to, that such purported amendment constitutes an untimely assertion of a new claim, are expressly preserved.

5. Any objection by the Debtors to Bosch's claim for patent infringement must be raised as to the Surviving Claim.

6. In the event an objection is raised as to timeliness, the parties will proceed on the assumption that the Duplicative Claims were not expunged so that there is no prejudice to Bosch due to the expungement of the Duplicative Claims.

7. The Debtors reserve the right to object to the Surviving Claim, on any grounds whatsoever; provided, however, the Debtors shall be deemed to have waived any argument that the Surviving Claim, including any valid existing or future amendments, is asserted against the incorrect entity if the correct entity or entities is or are one or more of the Other Debtor Entities.

8. The Debtors reserve the right to request that this Court modify the Debtor or Debtors against which such Surviving Claim is asserted.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. Bosch does not waive any of its rights to object to the jurisdiction or venue of this Court nor does Bosch consent to the same.

So Ordered in New York, New York, this 17th day of January, 2007

/s/Robert D. Drain
Honorable Robert D. Drain
United States Bankruptcy Judge

AGREED TO AND
APPROVED FOR ENTRY:

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